

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
TOWN SPORTS INTERNATIONAL, LLC, <i>et al.</i> , ¹)	Case No. 20-12168 (CSS)
)	
Debtors.)	(Jointly Administered)
)	
)	Re: Docket No. 208

**NOTICE TO CONTRACT COUNTERPARTIES TO POTENTIALLY
ASSUMED EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

**YOU ARE RECEIVING THIS NOTICE BECAUSE YOU
OR ONE OF YOUR AFFILIATES IS A COUNTERPARTY TO AN
EXECUTORY CONTRACT OR UNEXPIRED LEASE WITH ONE OR MORE
OF THE DEBTORS AS SET FORTH ON EXHIBIT A ATTACHED HERETO.**

PLEASE TAKE NOTICE that on October 9, 2020, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered the *Order (I) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtors’ Assets, (II) Approving the Form and Manner of Notice Thereof, (III) Scheduling an Auction and Sale Hearing, (IV) Approving Procedures for the Assumption and Assignment of Contracts, (V) Approving the Sale of the Debtors’ Assets Free and Clear, and (VI) Granting Related Relief* [Docket No. 208] (the “Bidding Procedures Order”), authorizing the Debtors to conduct an auction (the “Auction”) to select the party to purchase substantially all of the Debtors’ Assets. The Auction will be governed by the bidding procedures (attached to the Bidding Procedures Order as **Exhibit 1** (the “Bidding Procedures”).²

PLEASE TAKE FURTHER NOTICE that, pursuant to the Bidding Procedures and the terms of any Successful Bid, the Debtors **may** assume or assume and assign to the Successful Bidder certain Executory Contracts and Unexpired Leases, listed on the Assigned Contracts Schedule, attached hereto as **Exhibit A**, to which you are a counterparty (each non-Debtor contract counterparty to an Executory Contract or Unexpired Lease, the “Contract Counterparty,” and collectively, the “Contract Counterparties”), upon approval of the Sale. The Assigned Contracts

¹ The last four digits of Town Sports International, LLC’s federal tax identification number are 7365. The mailing address for Town Sports International, LLC is 399 Executive Boulevard, Elmsford, New York 10523. A complete list of all the Debtors in these jointly administered cases, including the last four digits of their federal tax identification numbers and addresses, may be obtained on the website of the Debtors’ claims and noticing agent at <http://dm.epiq11.com/TownSports>.

² All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Bidding Procedures Order or the Bidding Procedures, as applicable.

Schedule can also be viewed on the Debtors' case website (<http://dm.epiq11.com/TownSports>). The Debtors have conducted a review of their books and records and have determined that the cure amount for unpaid monetary obligations under such Executory Contracts and Unexpired Leases is as set forth on **Exhibit A** attached hereto (the "Cure Amount").

PLEASE TAKE FURTHER NOTICE that if you disagree with notice provided hereunder or the proposed Cure Amount (each, a "Cure Objection"), your objection must: (i) be in writing; (ii) comply with the applicable provisions of the Bankruptcy Rules, the Local Rules, and any order governing the administration of these chapter 11 cases; (iii) state with specificity the nature of the objection and, if the Cure Objection pertains to the proposed Cure Amount, state the cure amount alleged to be owed to the objecting Contract Counterparty, together with any applicable and appropriate documentation in support thereof; and (iv) be filed with the Court and served and **actually received no later than October 23, 2020 at 4:00 p.m. (prevailing Eastern Time)** (the "Cure Objection Deadline") by the following parties: (a) counsel for the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Nicole L. Greenblatt, P.C. (nicole.greenblatt@kirkland.com), Joshua M. Altman (josh.altman@kirkland.com), and Derek I. Hunter (derek.hunter@kirkland.com); and (b) Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware, 19801, Attn.: David Buchbinder (david.l.buchbinder@usdoj.gov); *provided* that the Debtors may extend the Cure Objection Deadline by filing a notice of such extension on the Court's docket.

PLEASE TAKE FURTHER NOTICE that if no objection to (a) the Cure Amount(s), (b) the proposed assumption or assignment and assumption of any Executory Contract or Unexpired Lease, or (c) adequate assurance of the Successful Bidder's ability to perform is filed by the Cure Objection Deadline, then (i) you will be deemed to have stipulated that the Cure Amounts as determined by the Debtors are correct, (ii) you will be forever barred, estopped, and enjoined from asserting any additional cure amount under the proposed Executory Contract or Unexpired Lease, and (iii) you will be forever barred, estopped, and enjoined from objecting to such proposed assignment to the Successful Bidder on the grounds that the Successful Bidder has not provided adequate assurance of future performance as of the closing date of the Sale.

PLEASE TAKE FURTHER NOTICE that any Cure Objection in connection with the Successful Bid that otherwise complies with these procedures yet remains unresolved as of the commencement of the Sale Hearing, shall be heard at a later date to be fixed by the Court.

PLEASE THAT FURTHER NOTICE that, notwithstanding anything herein, the mere listing of any Executory Contract or Unexpired Lease on the Cure Notice does not require or guarantee that such Executory Contract or Unexpired Lease will be assumed or assumed and assigned by the Debtors at any time, and all rights of the Debtors and the Successful Bidder with respect to such Executory Contract or Unexpired Lease are reserved. Moreover, the Debtors explicitly reserve their rights, in their reasonable discretion, to seek to reject or assume each Executory Contract or Unexpired Lease pursuant to section 365(a) of the Bankruptcy Code and in accordance with the procedures allowing the Debtors and/or the Successful Bidder, as applicable, to designate any Executory Contract or Unexpired Lease as either rejected or assumed on a post-closing basis.

PLEASE TAKE FURTHER NOTICE that, nothing herein (i) alters in any way the prepetition nature of the Executory Contracts and Unexpired Leases or the validity, priority, or amount of any claims of a Contract Counterparty against the Debtors that may arise under such Executory Contract or Unexpired Lease, (ii) creates a postpetition contract or agreement, or (iii) elevates to administrative expense priority any claims of a Contract Counterparty against the Debtors that may arise under such Executory Contract or Unexpired Lease.

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Dated: October 16, 2020
Wilmington, Delaware

/s/ Allison S. Mielke

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Proposed Co-Counsel for the Debtors and Debtors in Possession

EXHIBIT A

Assigned Contracts Schedule

Exhibit A - Assumed Executory Contracts and Unexpired Leases

	Debtor Case Number	Debtor Counterparty	Counterparty Name	Description of Contract	Amount Required to Cure Default Thereunder, If Any
1	20-12328	TSI Peabody, LLC	#1 STEEL/REJUVENICE	SUB-LEASE AGREEMENT	\$0.00
2	20-12215	TSI Hicksville, LLC	100 DUFFY, LLC	LEASE AGREEMENT	\$606,287.94
3	20-12168	Town Sports International, LLC	100 JANE STREET L.P.	LEASE AGREEMENT	\$0.00
4	20-12210	TSI Glover, LLC	2251 WISCONSIN AVENUE, LLC	LEASE AGREEMENT	\$389,496.12
5	20-12178	TSI Astoria, LLC	2856 ASTORIA LLC	LEASE AGREEMENT	\$486,337.63
6	20-12174	TSI 30 Broad Street, LLC	30 BROAD STREET VENTURE LLC	LEASE AGREEMENT	\$233,726.09
7	20-12259	TSI Sunnyside, LLC	39-01 QB LLC	LEASE AGREEMENT	\$169,954.98
8	20-12192	TSI Croton, LLC	420 SOUTH RIVERSIDE LLC	LEASE AGREEMENT	\$222,837.87
9	20-12198	TSI East 51, LLC	575 LEX PROPERTY OWNER, LLC	LEASE AGREEMENT	\$962,495.45
10	20-12310	TSI South Station, LLC	695 ATLANTIC AVENUE, LLC	LEASE AGREEMENT	\$0.00
11	20-12203	TSI Forest Hills, LLC	75-76 THIRD AVENUE ASSETS IV LLC	LEASE AGREEMENT	\$499,100.02
12	20-12185	TSI Cash Management, LLC	ABC FINANCIAL SERVICES	BILLING SERVICES AGREEMENT FOR 3 LOCATIONS DATED 10/18/2018	\$0.00
13	20-12196	TSI East 23, LLC	ABC REALTY	LEASE AGREEMENT	\$1,255,432.58
14	20-12253	TSI South Park Slope, LLC	ABRAMS HOLDINGS LLC	LEASE AGREEMENT	\$317,350.31
15	20-12168	Town Sports International, LLC	ACCELIRATE, INC.	SERVICES AND LICENSING AGREEMENT	\$0.00
16	20-12168	Town Sports International, LLC	ACCELIRATE, INC.	TIME AND MATERIALS RE ABOVE DATED 8/20/2018	\$0.00
17	20-12168	Town Sports International, LLC	ACCELIRATE, INC.	MASTER AGREEMENT FOR PROFESSIONAL SERVICES	\$6,000.00
18	20-12168	Town Sports International, LLC	ADP	PAYROLL SERVICES DATED 5/12/2000	\$31,878.87
19	20-12168	Town Sports International, LLC	ADP RE WAGE GARNISHMENTS	6TH AMENDMENT TO MSA DATED 9/19/2019	\$0.00
20	20-12177	TSI Astor Place, LLC	ADVANCED CRYO	SUB-LEASE AGREEMENT	\$0.00
21	20-12168	Town Sports International, LLC	AIRCOM MECHANICAL, INC.	HVAC PREDICTIVE MAINTENANCE SERVICE AGREEMENT RE TOTAL WOMAN, SAN JOSE DATED 7/15/2019	\$0.00
22	20-12168	Town Sports International, LLC	AIRCOM MECHANICAL, INC.	HVAC PREDICTIVE MAINTENANCE SERVICE AGREEMENT RE TOTAL WOMAN, ALAMEDA DATED 7/15/2019	\$0.00
23	20-12168	Town Sports International, LLC	AMERICAN SOCIETY OF COMPOSERS, AUTHORS AND PUBLISHERS (ASCAP)	LICENSE AGREEMENT FOR MUSIC RIGHTS DATED 10/1/2019	\$0.00
24	20-12168	Town Sports International, LLC	ANDERSON MOORE CONSTRUCTION CORP., GENERAL CORPORATION	BUILDING CONTRACTOR AGREEMENT DATED 8/5/2019	\$70,990.40
25	20-12168	Town Sports International, LLC	APTER & CO., DBA FIT DAY PASS	SALE TO INDIVIDUALS OF DAY PASSES TO CLUBS DATED 3/31/2017	\$0.00
26	20-12168	Town Sports International, LLC	ARISTA AIR CONDITIONING CORP.	HVAC MAINTENANCE AGREEMENT DATED 3/5/2020	\$82,850.42
27	20-12168	Town Sports International, LLC	ASCAP	GENERAL LICENSE AGREEMENT DATED 10/1/2019	\$0.00
28	20-12168	Town Sports International, LLC	ASCAP	SETTLEMENT AND RELEASE DATED 10/1/2019	\$0.00
29	20-12328	TSI Peabody, LLC	ATI PT	SUB-LEASE AGREEMENT	\$0.00
30	20-12168	Town Sports International, LLC	ATLANTICA ENTERPRISES, LLC	LEASE AGREEMENT	\$0.00
31	20-12168	Town Sports International, LLC	AUDIT TECHNOLOGY SOLUTIONS	AUDIT SERVICES DATED 8/14/2014	\$950.00
32	20-12313	TSI Wellesley, LLC	BABSON COLLEGE	LEASE AGREEMENT	\$1,081,643.58
33	20-12168	Town Sports International, LLC	BALLY SPORT MADISON AVENUE	REVENUE SHARING AGREEMENT DATED 9/30/2016	\$0.00
34	20-12245	TSI Rego Park, LLC	BDG 99QB, LLC	LEASE AGREEMENT	\$478,145.81
35	20-12311	TSI Wayland, LLC	BOS RETAIL 1, LLC	LEASE AGREEMENT	\$224,878.90
36	20-12268	TSI Back Bay, LLC	BOSTON PROPERTIES LIMITED PARTNERSHIP	LEASE AGREEMENT	\$6,775.58
37	20-12214	TSI Hawthorne, LLC	BROADWAY-HAWTHORNE, LLC #2	LEASE AGREEMENT	\$155,051.43
38	20-12277	TSI Butler, LLC	BUTLER BOWL, INC	LEASE AGREEMENT	\$265,572.46
39	20-12168	Town Sports International, LLC	CAREWORKS USA, LTD.	ADDENDUM TO THE LEAVE ADMINISTRATION, DISABILITY CLAIM ADMINISTRATION AND INTEGRATED DISABILITY MANAGEMENT SERVICE AGREEMENT DATED 7/6/2017	\$0.00
40	20-12168	Town Sports International, LLC	CAREWORKS USA, LTD.	ADDENDUM TO THE LEAVE ADMINISTRATION, DISABILITY CLAIM ADMINISTRATION AND INTEGRATED DISABILITY MANAGEMENT SERVICE AGREEMENT DATED 1/5/2018	\$0.00
41	20-12168	Town Sports International, LLC	CAREWORKS USA, LTD.	ADDENDUM TO MASTER SERVICE AGREEMENT DTD 3/1/2017	\$0.00
42	20-12168	Town Sports International, LLC	CARIBBEAN FITNESS MANAGEMENT	CONSULTING AGREEMENT FOR CONCEPT DEVELOPMENT AND CLUB RENOVATION AT 4 NYC CLUBS DATED 12/12/2019	\$0.00
43	20-12197	TSI East 36, LLC	CENTRAL PARK PT	SUB-LEASE AGREEMENT	\$0.00
44	20-12216 20-12236 20-12251	TSI Highpoint, LLC TSI Radnor, LLC TSI Society Hill, LLC	CHADWICK SERVICE COMPANY	PREVENTIVE MAINTENANCE SERVICES DATED 3/10/2020	\$35,136.05
45	20-12199	TSI East 76, LLC	CHAPMAN CONSULTING LLC	LEASE AGREEMENT	\$234,944.99

	Debtor Case Number	Debtor Counterparty	Counterparty Name	Description of Contract	Amount Required to Cure Default Thereunder, If Any
46	20-12168	Town Sports International, LLC	CLARITY WATER TECHNOLOGIES, LLC	HVAC MAINTENANCE SERVICES TO 14 NY CLUBS DATED 2/25/2020	\$61,174.35
47	20-12168	Town Sports International, LLC	CLEARBROOK CROSS LLC	LEASE AGREEMENT	\$643,807.98
48	20-12216	TSI Highpoint, LLC	CLUB INVESTORS GROUP, LP	LEASE AGREEMENT	\$194,180.86
49	20-12168	Town Sports International, LLC	CLUB OS	SERVICES AGREEMENT - CRM SERVICES DATED 4/2/2018	\$0.00
50	20-12168	Town Sports International, LLC	CON EDISON SOLUTIONS	ELECTRICITY SALES AGREEMENT	\$553,692.60
51	20-12168	Town Sports International, LLC	CONCEPT AIR CONDITIONING &	HVAC MAINTENANCE SERVICES TO 28 NY CLUBS DATED 3/5/2020	\$36,584.36
52	20-12168	Town Sports International, LLC	CORE HEALTH & FITNESS	RE PURCHASE & INSTALLATION OF EQUIPMENT FOR LIV DATED 11/1/2019	\$54,536.03
53	20-12250	TSI Smithtown, LLC	COUNTRY VIEW COMMONS, LLC	LEASE AGREEMENT	\$526,245.00
54	20-12172	TSI - Lucille Kings Highway, LLC	COUNTY HOLDING CORP.	LEASE AGREEMENT	\$197,458.56
55	20-12288	TSI Elite Back Bay, LLC	CPT ONE EXETER PLAZA, LLC	LEASE AGREEMENT	\$0.00
56	20-12168	Town Sports International, LLC	CROWE LLP	AUDIT SERVICES AGREEMENT DATED 11/8/2019	\$0.00
57	20-12168	Town Sports International, LLC	CSI SPECTRUM (DAXKO)	SERVICE AGREEMENT FOR CLUB TV & DATA LINES - WESTBORO TENNIS CLUB DATED 1/31/2020	\$2,876.52
58	20-12267	TSI Allston, LLC	CVS PHARMACY, INC.	LEASE AGREEMENT	\$7,140.00
59	20-12168	Town Sports International, LLC	CYC FITNESS PARTNERS	AMENDMENT #4 TO GROWTH CAPITAL COMMITMENT AGREEMENT	\$0.00
60	20-12168	Town Sports International, LLC	CYC FITNESS PARTNERS	FACILITY AGREEMENT RE TSI ELITE BACK BAY	\$0.00
61	20-12168	Town Sports International, LLC	CYC FITNESS PARTNERS	FACILITY LICENSE AGREEMENT RE TSI ASTOR PLACE	\$0.00
62	20-12284	TSI Davis Square, LLC	DAVIS SQUARE LLC	LEASE AGREEMENT	\$354,486.66
63	20-12188	TSI Columbia Heights, LLC	DC USA OPERATING CO., LLC	LEASE AGREEMENT	\$700,013.12
64	20-12168	Town Sports International, LLC	DELAERO	THIRD PARTY RE-ENGINEERING VENDOR PARTNER WORKING WITH HRSI/COMPENSATION FOR MAINTAINING THE COMPENSATION INTEGRATION PROCESS AND SCRIPTS USED IN CONJUNCTIONS WITH KRONOS DATED 6/20/2017	\$1,159.00
65	20-12168	Town Sports International, LLC	DEUTSCHE BANK AG NEW YORK BRANCH	EXTENSION OF MATURITY DATE RE 2013 CREDIT AGREEMENT DATED 11/8/2018	\$0.00
66	20-12168	Town Sports International, LLC	DIGISCRIBE	AP MAILROOM AND SCANNING SERVICES SOW DATED 3/18/2016	\$5,594.72
67	20-12194	TSI Dobbs Ferry, LLC	DOBBS FERRY SHOPPING LLC	LEASE AGREEMENT	\$802,289.46
68	20-12168	Town Sports International, LLC	DOMO, INC.	SERVICES AGREEMENT - CURRENT REPORTING ENVIRONMENT FOR CORPORATE AND CLUB REPORTING DATED 4/25/2019	\$0.00
69	20-12168	Town Sports International, LLC	DUST BUSTERS	CLEANING SERVICES DATED 4/16/2016	\$199,350.00
70	20-12168	Town Sports International, LLC	EAST COAST POWER & GAS, LLC	SERVICES AGREEMENT - ELECTRICITY DATED 11/1/2017	\$26,584.25
71	20-12168	Town Sports International, LLC	EB USA LLC	CONSULTING AGREEMENT - CRITICAL TO FINISHING THE HUGHESNET NETWORK CONVERSION PROJECT DATED 4/20/2020	\$25,000.00
72	20-12236	TSI Radnor, LLC	ELITE PT	SUB-LEASE AGREEMENT	\$0.00
73	20-12168	Town Sports International, LLC	ELMSFORD ELITE LAUNDRY, LLC	SECURITY AGREEMENT AT TIME OF SALE OF LAUNDRY TO TOWN SPORTS GROUP DATED 5/26/2017	\$0.00
74	20-12168	Town Sports International, LLC	ELMSFORD ELITE LAUNDRY, LLC	SERVICES AGREEMENT - LAUNDRY SERVICES, INCLUDING WASHING DRYING AND FOLDING OF SOILED TOWELS USED IN THE CLUBS DATED 5/29/2017	\$0.00
75	20-12168	Town Sports International, LLC	EMTG CONSULTANTS	ENGINEERING SERVICES RE E. 91ST STREET DATED 10/29/2019	\$28,300.00
76	20-12168	Town Sports International, LLC	FALITE BROS. INC.	HVAC MAINTENANCE AGREEMENTS (MASSACHUSETTS CLUBS) DATED 4/1/2020	\$54,734.43
77	20-12317	TSI Westboro Tennis, LLC	FITFUEL	SUB-LEASE AGREEMENT	\$0.00
78	20-12168	Town Sports International, LLC	FITRESERVE/GORECESS	SUBSCRIBER AGREEMENT - MARKETING SERVICES DATED 10/6/2017	\$0.00
79	20-12168	Town Sports International, LLC	FUSION CONNECT, INC.	SERVICE ORDER DATED 1/31/2020	\$53,152.27
80	20-12168	Town Sports International, LLC	GENERAL MEDICAL DEVICES, INC.	STANDARD INDEMNIFICATION AGREEMENT - AUTOMATED EXTERNAL DEFIBRILLATOR (AED) EQUIPMENT FOR ALL CLUBS	\$0.00
81	20-12197	TSI East 36, LLC	GEORGE COMFORT & SONS, INC.	LEASE AGREEMENT	\$586,817.38
82	20-12232	TSI North Bethesda, LLC	GEORGETOWN SQUARE LIMITED PARTNERSHIP	LEASE AGREEMENT	\$129,733.38
83	20-12177	TSI Astor Place, LLC	GLAM & GO	SUB-LEASE AGREEMENT	\$0.00
84	20-12328	TSI Peabody, LLC	GOLFTEC	SUB-LEASE AGREEMENT	\$0.00
85	20-12168	Town Sports International, LLC	GOVDOCS	FEDERAL POSTERS FOR COMPLIANCE DATED 9/18/2019	\$0.00
86	20-12275	TSI Bulfinch, LLC	GWL DIRECT 1 BULFINCH PLACE LLC	LEASE AGREEMENT	\$385,312.34
87	20-12276	TSI West Hartford, LLC	HARTFORD HOSPITAL	SUB-LEASE AGREEMENT	\$0.00
88	20-12168	Town Sports International, LLC	HITACHI CAPITAL AMERICA CORP.	AMENDMENT TO SCHEDULES RE REPAYMENT DATED 5/27/2020	\$0.00
89	20-12168	Town Sports International, LLC	HITACHI CAPITAL AMERICA CORP.	MASTER AGREEMENT NO 4431301 DATED 12/18/2018	\$0.00
90	20-12168	Town Sports International, LLC	HITACHI CAPITAL AMERICA CORP.	AMENDMENT TO SCHEDULE TO 9-28-18 MASTER SERVICE AGREEMENT	\$0.00

	Debtor Case Number	Debtor Counterparty	Counterparty Name	Description of Contract	Amount Required to Cure Default Thereunder, If Any
91	20-12168	Town Sports International, LLC	HITACHI CAPITAL AMERICA CORP.	MASTER AGREEMENT FOR LEASE OF GYM EQUIPMENT DATED 10/3/2018	\$0.00
92	20-12245	TSI Rego Park, LLC	HOWARD OWNERS INC.	LEASE AGREEMENT	\$11,902.50
93	20-12168	Town Sports International, LLC	HUGHES NETWORK SYSTEMS	MASTER EQUIPMENT & SERVICES AGREEMENT & STATEMENT OF WORK #1 DATED 12/26/2019	\$230,892.80
94	20-12270	TSI West 125, LLC	HUSA MANAGEMENT CO., INC.	LEASE AGREEMENT	\$440,797.24
95	20-12168	Town Sports International, LLC	IAM ADVISORS SAC	LIV PAYROLL SERVICES AGREEMENT	\$0.00
96	20-12168	Town Sports International, LLC	IDEA HEALTH AND FITNESS, INC. (CLUBCONNECT)	OUR FITNESS CEC & LMS SYSTEM. USED FOR CEC COURSES, ARTICLES, ETC. L&D DATED 8/1/2014	\$13,625.99
97	20-12278	TSI White Plains City Center, LLC	INLAND DIVERSIFIED REAL ESTATE SERVICES, L.L.C	LEASE AGREEMENT	\$741,231.00
98	20-12168	Town Sports International, LLC	ISLAND WIDE BUILDING SERVICES	SERVICE AGREEMENT - COMMERCIAL CLEANING -- 14 NY CLUBS DATED 4/1/2019	\$13,682.28
99	20-12250	TSI Smithtown, LLC	JARED CASPE PT	SUB-LEASE AGREEMENT	\$0.00
100	20-12251	TSI Society Hill, LLC	JEMAL'S PHILLY LP	LEASE AGREEMENT	\$94,365.81
101	20-12268	TSI Back Bay, LLC	JOINT VENTURES PT	SUB-LEASE AGREEMENT	\$0.00
102	20-12318	TSI Watertown, LLC	KENNEDY BROTHERS PT	SUB-LEASE AGREEMENT	\$0.00
103	20-12290	TSI Fenway, LLC	KONE, INC.	ELEVATOR MAINTENANCE AGREEMENT FOR FENWAY CLUB DATED 8/1/2019	\$6,574.23
104	20-12168	Town Sports International, LLC	KONE, INC.	ASSIGNMENT OF MAINTENANCE AGREEMENT RE HICKSVILLE CLUB DATED 10/19/2016	\$0.00
105	20-12238	TSI-ATC Ben Pratt, LLC	KRG FORT MYERS COLONIAL SQUARE, LLC	LEASE AGREEMENT	\$87,066.95
106	20-12168	Town Sports International, LLC	KRONOS	DATED 6/20/2017	\$49,895.08
107	20-12279	TSI Central Square, LLC	L&B CIP 625 MASS AVE, LLC	LEASE AGREEMENT	\$385,471.89
108	20-12240	TSI-ATC Boy Scout, LLC	LAGS VENTURES, LLC	LEASE AGREEMENT	\$67,741.16
109	20-12290	TSI Fenway, LLC	LANDMARK CENTER PARK DRIVE LLC	LEASE AGREEMENT	\$382,599.15
110	20-12267	TSI Allston, LLC	LARCOM REALTY TRUST	LEASE AGREEMENT	\$0.00
111	20-12264	TSI West 80, LLC	LARSTRAND CORP.	LEASE AGREEMENT	\$901,869.71
112	20-12168	Town Sports International, LLC	LES MILLS UNITED STATES TRADING, INC.	FITNESS SERVICES DATED 3/21/2014	\$33,426.65
113	20-12168	Town Sports International, LLC	LIBERTY POWER HOLDINGS	AMENDMENT TO MASTER SALES AGREEMENT DATED 9/24/2019	\$0.00
114	20-12168	Town Sports International, LLC	LIBERTY POWER HOLDINGS	MASTER SALES AGREEMENT DATED 9/25/2013	\$0.00
115	20-12168	Town Sports International, LLC	LIFT-TECH	THIRD PARTY WITNESSING PROPOSAL RE ELEVATOR INSPECTIONS DATED 5/31/2017	\$0.00
116	20-12168	Town Sports International, LLC	LIFT-TECH	3RD PARTY WITNESSING CONTRACT RE ELEVATORS DATED 1/18/2020	\$5,335.00
117	20-12168	Town Sports International, LLC	LINKEDIN	SERVICES AGREEMENT DATED 9/3/2019	\$10,850.00
118	20-12168	Town Sports International, LLC	LONGMAN LINDSEY	DATED 1/4/2020	\$1,500.00
119	20-12168	Town Sports International, LLC	MACROLEASE CORPORATION	EQUIPMENT LEASE DATED 1/11/2018	\$183,871.98
120	20-12225	TSI Larchmont, LLC	MADISON-LARCHMONT INC	LEASE AGREEMENT	\$82,497.26
121	20-12170	TSI - Lucille 38th Avenue, LLC	MAIN 38 REALTY INC.	LEASE AGREEMENT	\$133,882.43
122	20-12168	Town Sports International, LLC	MARNUS NEL	CONSULTING FOR FINANCIAL REPORTING SERVICES DATED 8/12/2019	\$0.00
123	20-12168	Town Sports International, LLC	MATRIX MECHANICAL CORP.	PREVENTIVE MAINTENANCE SERVICES AGREEMENT DATED 3/9/2020	*\$0.00
*The Debtors have listed a cure amount in the aggregate for all contracts associated with this counterparty, and such cure amount has been listed only once in this schedule. To the extent that some but not all of the contracts associated with this counterparty are assumed and assigned to a purchaser, the Debtors will reconcile their books and records to determine the cure amount owed, if any, for each contract to be assumed and assigned with respect to this counterparty.					
124	20-12168	Town Sports International, LLC	MATRIX MECHANICAL CORP.	EQUIPMENT AT PBSC, JUPITER DATED 12/5/2019	\$41,128.56
125	20-12168	Town Sports International, LLC	MCGRAW/BCM ONE/GRANITE	FOR DATA LINES, CIRCUITS, PHONES, ETC. DATED 7/29/2010	\$18,846.41
126	20-12196	TSI East 23, LLC	METRO SPORTS PT	SUB-LEASE AGREEMENT	\$0.00
127	20-12168	Town Sports International, LLC	METRODIAL CORP.	ALARM MONITORING AT WEST VILLAGE CLUB DATED 11/19/2019	\$0.00
128	20-12168	Town Sports International, LLC	METRODIAL CORP.	ALARM MONITORING AGREEMENT AT SHERIDAN DATED 11/19/2019	\$0.00
129	20-12168	Town Sports International, LLC	MICHAEL FABRICO	EMPLOYMENT OFFER DATED 7/9/2019	\$0.00
130	20-12209	TSI Glendale, LLC	MIXSMOOTHIE, LLC	SUB-LEASE AGREEMENT	\$0.00
131	20-12230	TSI Morris Park, LLC	MIXSMOOTHIE, LLC	SUB-LEASE AGREEMENT	\$0.00
132	20-12315	TSI Wellington Circle, LLC	MIXSMOOTHIE, LLC	SUB-LEASE AGREEMENT	\$0.00
133	20-12281	TSI Clifton LLC	MIXSMOOTHIE, LLC	SUB-LEASE AGREEMENT	\$0.00
134	20-12168	Town Sports International, LLC	MMAX/PROFESSIONAL FIGHTERS LEAGUE	MARKETING SERVICES DATED 12/9/2019	\$0.00
135	20-12168	Town Sports International, LLC	MORPHOTRUST USA, LLC	CREDIT CARD AUTHORIZATION AGREEMENT DATED 5/14/2018	\$0.00
136	20-12168	Town Sports International, LLC	MOTIONSOFT, INC.	MEMBER DATA MANAGEMENT, RUNS THE CLUBS AND BILLINGS DATED 8/29/2012	\$178,407.28
137	20-12168	Town Sports International, LLC	MOTIONSOFT, INC.	AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT DATED 5/1/2020	\$0.00

	Debtor Case Number	Debtor Counterparty	Counterparty Name	Description of Contract	Amount Required to Cure Default Thereunder, If Any
138	20-12171	TSI - Lucille Austin Street, LLC	MOWRY REALTY ASSOCIATES, LLC	LEASE AGREEMENT	\$244,999.98
139	20-12168	Town Sports International, LLC	MULTI-ROOFING SYSTEM	RE ONGOING MAINTENANCE OF ROOF DATED 1/25/2017	\$0.00
140	20-12168	Town Sports International, LLC	MURRAY DEVINE	ENGAGEMENT LETTER	\$0.00
141	20-12168	Town Sports International, LLC	NAGARRO	WEB AND MOBILE DEVELOPMENT & MAINTENACE DATED 8/11/2010	\$112,758.13
142	20-12328	TSI Peabody, LLC	NEAL A. PRICE	SUB-LEASE AGREEMENT	\$0.00
143	20-12168	Town Sports International, LLC	NTT AMERICA SOLUTIONS, INC.	STATEMENT OF WORK DATED 4/21/2020	\$0.00
144	20-12168	Town Sports International, LLC	NTT AMERICA SOLUTIONS, INC.	STATEMENT OF WORK RE FIREWALL SECURITY MONITORING DATED 11/27/2019	\$0.00
145	20-12168	Town Sports International, LLC	NTT AMERICA SOLUTIONS, INC.	FIREWALL SECURITY AT DATA CENTER	\$48,139.94
146	20-12233	TSI Oceanside, LLC	OCEANSIDE BOWL L.P.	LEASE AGREEMENT	\$213,685.94
147	20-12328	TSI Peabody, LLC	ON YOUR TOES	SUB-LEASE AGREEMENT	\$0.00
148	20-12168	Town Sports International, LLC	ONBRAND 24, INC.	SALES SERVICE AGREEMENT DATED 12/6/2016	\$0.00
149	20-12194	TSI Dobbs Ferry, LLC	ONE LAWRENCE STREET, LLC	SUB-LEASE AGREEMENT	\$0.00
150	20-12168	Town Sports International, LLC	OPTUMHEALTH CARE SOLUTIONS	AMENDMENT NO. 3 TO FITNESS REIMBURSEMENT AGREEMENT DATED 8/1/2016	\$0.00
151	20-12168	Town Sports International, LLC	OPTUMHEALTH CARE SOLUTIONS	AMENDMENT NO. 5 TO FITNESS REIMBURSEMENT AGREEMENT DATED 6/1/2018	\$0.00
152	20-12168	Town Sports International, LLC	OPTUMHEALTH CARE SOLUTIONS	FITNESS REIMBURSEMENT PROGRAM DATED 6/1/2011	\$0.00
153	20-12168	Town Sports International, LLC	OPTUMHEALTH CARE SOLUTIONS	AMENDMENT NO. 2 TO FITNESS REIMBURSEMENT AGREEMENT DATED 12/1/2015	\$0.00
154	20-12168	Town Sports International, LLC	OPTUMHEALTH CARE SOLUTIONS	AMENDMENT TO FITNESS REIMBURSEMENT AGREEMENT	\$0.00
155	20-12168	Town Sports International, LLC	OPTUMHEALTH CARE SOLUTIONS	AMENDMENT NO. 4 TO FITNESS REIMBURSEMENT AGREEMENT	\$0.00
156	20-12263	TSI West 73, LLC	PARK ROYAL MANAGEMENT CORP	LEASE AGREEMENT	\$335,623.73
157	20-12227	TSI Long Beach, LLC	PARKROE REALTY ,INC.	LEASE AGREEMENT	\$260,916.12
158	20-12168	Town Sports International, LLC	PEOPLE'S GAS SYSTEM (PGS)	GAS SERVICE CONTRACTS FOR 3 AROUND THE CLOCK CLUBS IN FLORIDA DATED 9/4/2019	\$0.00
159	20-12294	TSI Hoboken, LLC	POWER PT	SUB-LEASE AGREEMENT	\$0.00
160	20-12168	Town Sports International, LLC	PRINCIPAL FINANCIAL GROUP, INC.	SERVICE AND EXPENSE AGREEMENT DATED 12/15/2014	\$105.00
161	20-12184	TSI Carmel, LLC	PUTNAM PLAZA OPERATING ACCOUNT	LEASE AGREEMENT	\$179,915.20
162	20-12168	Town Sports International, LLC	QUEST ANALYTICS GROUP	ENGAGEMENT AGREEMENT DATED 7/19/2019	\$0.00
163	20-12168	Town Sports International, LLC	R&D AIR INC.	MAINTENANCE AGREEMENTS (DISTRICT OF COLUMBIA & MARYLAND CLUBS) DATED 3/10/2020	\$16,776.00
164	20-12168	Town Sports International, LLC	RCN TELECOM SERVICES, INC.	DATA LINES, CIRCUITS, PHONES, ETC. DATED 12/3/2008	\$204.21
165	20-12325	TSI Methuen, LLC	RECESSO PT	SUB-LEASE AGREEMENT	\$0.00
166	20-12264	TSI West 80, LLC	RECOVERY PHYSICAL THERAPY, LLC	SUB-LEASE AGREEMENT	\$0.00
167	20-12198	TSI East 51, LLC	RECOVERY PT	SUB-LEASE AGREEMENT	\$0.00
168	20-12209	TSI Glendale, LLC	RECOVERY PT	SUB-LEASE AGREEMENT	\$0.00
169	20-12211	TSI Grand Central, LLC	RECOVERY PT	SUB-LEASE AGREEMENT	\$0.00
170	20-12257	TSI West 48, LLC	RECOVERY PT	SUB-LEASE AGREEMENT	\$0.00
171	20-12283	TSI Whitestone, LLC	REDMONT REALTY COMPANY	LEASE AGREEMENT	\$212,988.10
172	20-12194	TSI Dobbs Ferry, LLC	REGENCY CENTERS, L.P.	LEASE AGREEMENT	\$257,366.37
173	20-12266	TSI West 94, LLC	RELATED BROADWAY DEVELOPMENT, LLC	LEASE AGREEMENT	\$934,504.47
174	20-12168	Town Sports International, LLC	RELIABLE PREMIUM MANAGEMENT INC.	RPM PAYMENT AUTHORIZATION AGREEMENT DATED 7/8/2020	\$0.00
175	20-12205	TSI Garden City, LLC	RENAISSANCE DEVELOPMENT II	LEASE AGREEMENT	\$298,500.78
176	20-12168	Town Sports International, LLC	REVELWOOD	FINANCIAL SYSTEMS SOFTWARE DATED 12/13/2010	\$5,318.75
177	20-12287	TSI Downtown Crossing, LLC	ROBAR MASSAGE	SUB-LEASE AGREEMENT	\$0.00
178	20-12257	TSI West 48, LLC	ROCK MCGRAW , INC.	LEASE AGREEMENT	\$771,950.82
179	20-12206	TSI Garnerville, LLC	ROSMAN CENTER, LLC	LEASE AGREEMENT	\$208,628.70
180	20-12168	Town Sports International, LLC	ROYAL HOSPITALITY SERVICES	AMENDMENT TO LAUNDRY SERVICE AGREEMENT FOR MASSACHUSETTS CLUBS DATED 1/4/2019	\$83,453.30
181	20-12168	Town Sports International, LLC	RP BUILDERS GROUP	RE E. 51ST STREET CLUB DATED 9/3/2019	*\$0.00
*The Debtors have listed a cure amount in the aggregate for all contracts associated with this counterparty, and such cure amount has been listed only once in this schedule. To the extent that some but not all of the contracts associated with this counterparty are assumed and assigned to a purchaser, the Debtors will reconcile their books and records to determine the cure amount owed, if any, for each contract to be assumed and assigned with respect to this counterparty.					
182	20-12168	Town Sports International, LLC	RP BUILDERS GROUP	CONSTRUCTION CONTRACT DATED 6/8/2018	\$271,740.00
183	20-12188	TSI Columbia Heights, LLC	SAFESPLASH	SUB-LEASE AGREEMENT	\$0.00
184	20-12252	TSI South Bethesda, LLC	SAFESPLASH	SUB-LEASE AGREEMENT	\$0.00
185	20-12189	TSI Commack, LLC	SAF-T-SWIM	SUB-LEASE AGREEMENT	\$0.00
186	20-12168	Town Sports International, LLC	SALESSTAFF	MARKETING SERVICES AGREEMENT DATED 11/23/2016	\$0.00
187	20-12173	TSI - Lucille Valley Stream, LLC	SEROTA VALLEY STREAM, LLC	LEASE AGREEMENT	\$145,703.98
188	20-12328	TSI Peabody, LLC	SHANTHALA SPA	SUB-LEASE AGREEMENT	\$0.00

	Debtor Case Number	Debtor Counterparty	Counterparty Name	Description of Contract	Amount Required to Cure Default Thereunder, If Any
189	20-12242	TSI-ATC Cape Coral, LLC	SHOPS AT CAPE CROSSING	LEASE AGREEMENT	\$24,887.08
190	20-12308	TSI South End, LLC	SOUTH END/BERKELEY LLC	LEASE AGREEMENT	\$0.00
191	20-12215	TSI Hicksville, LLC	SPARACIO PT	SUB-LEASE AGREEMENT	\$0.00
192	20-12168	Town Sports International, LLC	SPARK ENERGY FAMILY OF COMPANIES	ELECTRICITY SUPPLY DATED 8/24/2017	\$0.00
193	20-12168	Town Sports International, LLC	SPARK ENERGY FAMILY OF COMPANIES	MASTER ELECTRICITY SERVICE AGREEMENT DATED 6/30/2016	\$0.00
194	20-12234	TSI Pine Street, LLC	SPEAR PT	SUB-LEASE AGREEMENT	\$0.00
195	20-12293	TSI Hoboken North, LLC	SRI-WSA 210 14TH, LLC	LEASE AGREEMENT	\$0.00
196	20-12168	Town Sports International, LLC	STEFANINI TECHTEAM, INC.	INFRASTRUCTURE SUPPORT SERVICES AND SOFTWARE DATED 6/8/2010	\$40,748.80
197	20-12168	Town Sports International, LLC	STEFANINI TECHTEAM, INC.	AMENDMENT TO MSA FOR SHARED SERVICES RE CHANGE OF DELIVERY METHOD	\$0.00
198	20-12168	Town Sports International, LLC	STERLING INFOSYSTEMS, INC.	BACKGROUND CHECKING SERVICES DATED 1/24/2013	\$2,555.21
199	20-12168	Town Sports International, LLC	STEVEN HEMBERGER	CONSULTING AGREEMENT DATED 4/10/2020	\$0.00
200	20-12242	TSI-ATC Cape Coral, LLC	STORE MASTER FUNDING XI, LLC	LEASE AGREEMENT	\$96,216.66
201	20-12265	TSI - Lucille Clifton, LLC	STYERTOWNE SHOPPING CENTER, LLC	LEASE AGREEMENT	\$142,534.46
202	20-12285	TSI Dorchester, LLC	SUPERIOR REALTY COMPANY INC	LEASE AGREEMENT	\$25,667.97
203	20-12168	Town Sports International, LLC	SYSTEM4 OF BOSTON	CLEANING SERVICES AGREEMENT FOR NEWTON, LEXINGTON & LYNNFIELD CLUBS IN MASSACHUSETTS.	\$30,290.28
204	20-12168	Town Sports International, LLC	TALEN ENERGY MARKETING, LLC		\$0.00
205	20-12274	TSI Boylston, LLC	T-C 501 BOYLSTON STREET LLC	LEASE AGREEMENT	\$639,701.66
206	20-12316	TSI Waltham, LLC	TFG WINTER STREET PROPERTY, LLC	LEASE AGREEMENT	\$0.01
207	20-12178	TSI Astoria, LLC	THAT'S A WRAP	SUB-LEASE AGREEMENT	\$0.00
208	20-12231	TSI Murray Hill, LLC	THREE PARK AVENUE BUILDING CO., L.P.	LEASE AGREEMENT	\$472,710.06
209	20-12182	TSI Broadway, LLC	TIME SQUARE JV, LLC	LEASE AGREEMENT	\$520,399.78
210	20-12168	Town Sports International, LLC	TIMOTHY GOODMAN	ARTIST AGREEMENT	\$0.00
211	20-12168	Town Sports International, LLC	TIVITY HEALTH	MATURE MARKET & COMMERCIAL AGREEMENT - USE OF CLUBS FOR ELIGIBLE MEMBERS DATED 3/7/2017	\$0.00
212	20-12168	Town Sports International, LLC	TOWN SPORTS GROUP, LLC	SECURITY AGREEMENT AT TIME OF SALE OF LAUNDRY TO TOWN SPORTS GROUP DATED 5/26/2017	\$0.00
213	20-12168	Town Sports International, LLC	TOWN SPORTS HOLDINGS, INC.	SECURITY AGREEMENT AT TIME OF SALE OF LAUNDRY TO TOWN SPORTS GROUP DATED 5/26/2017	\$0.00
214	20-12168	Town Sports International, LLC	TPN INTERNATIONAL	SERVICES AGREEMENT DATED 6/29/2018	\$6,720.00
215	20-12168	Town Sports International, LLC	TPX COMMUNICATIONS	MASTER SERVICES AGREEMENT RE TOTAL WOMAN CLUBS DATED 12/26/2019	\$7,022.91
216	20-12287	TSI Downtown Crossing, LLC	TREA 350 WASHINGTON STREET LLC	LEASE AGREEMENT	\$935,804.17
217	20-12262	TSI Varick Street, LLC	TRINITY HUDSON HOLDINGS, LLC	LEASE AGREEMENT	\$502,614.70
218	20-12298 20-12301 20-12303 20-12304 20-12305 20-12306 20-12307 20-12309	TSI - Northridge, LLC TSI - Cal. Glendale, LLC TSI - Irvine, LLC TSI - Studio City, LLC TSI - Torrance, LLC TSI - Valencia, LLC TSI - Topanga, LLC TSI - Westlake, LLC	TRI-PACIFIC HEATING & A/C LP	MAINTENANCE AGREEMENT - HVAC MAINTENANCE SERVICES FOR TOTAL WOMAN CLUBS IN CALIFORNIA DATED 3/11/2020	\$7,872.69
219	20-12168	Town Sports International, LLC	USI INSURANCE SERVICES	ENGAGEMENT RE SELF-INSURED MEDICAL PERFORMANCE, GUIDANCE WITH RENEWALS DATED 7/19/2010	\$12,900.00
220	20-12168	Town Sports International, LLC	VECTOR (FORMERLY INDUSTRY RETAIL GROUP)	DATA LINES UNTIL HUGHESNET CONVERSION IS COMPLETED IN LATE 2020. DATED 6/18/2013	\$53,907.17
221	20-12168	Town Sports International, LLC	VICTORY MECHANICAL SERVICES, INC.	HVAC PREVENTATIVE MAINTENANCE SERVICES AGREEMENTS (MASSACHUSETTS LOCATIONS) DATED 3/20/2020	\$101,375.42
222	20-12168	Town Sports International, LLC	VISIONSTREAM, LLC	ORACLE DEVELOPER DATED 9/2/2014	\$2,640.00
223	20-12168	Town Sports International, LLC	VISUAL LEASE LLC	SUBSCRIPTION AGREEMENT & SOW DATED 3-27-18 (EFFECTIVE 4-1-18)	\$0.00
224	20-12168	Town Sports International, LLC	VISUAL LEASE LLC	LEASE SUBSCRIPTION AGREEMENT & SOW - LEASE ACCOUNTING AND TRACKING SYSTEM DATED 3/27/2018	\$48,291.90
225	20-12168	Town Sports International, LLC	VISUAL LEASE LLC	SUPPLEMENTAL SERVICES AGREEMENT	\$0.00
226	20-12244	TSI West 16, LLC	WALKER, MALLOY & CO.	LEASE AGREEMENT	\$417,615.55
227	20-12319	TSI Westborough, LLC	WESTBOROUGH CC, LLC	LEASE AGREEMENT	\$315,938.48
228	20-12247	TSI Scarsdale, LLC	WESTCHESTER VILLAGE SQUARE, LLC	LEASE AGREEMENT	\$91,948.47
229	20-12168	Town Sports International, LLC	WINDSTREAM	STATEMENT OF WORK DATED 2/25/2020	\$29,245.01
230	20-12209	TSI Glendale, LLC	WMAP, LLC.	LEASE AGREEMENT	\$694,773.30

	Debtor Case Number	Debtor Counterparty	Counterparty Name	Description of Contract	Amount Required to Cure Default Thereunder, If Any
231	20-12168	Town Sports International, LLC	YORK RISK SERVICES GROUP, INC.	ADDENDUM TO THE LEAVE ADMINISTRATION, DISABILITY CLAIM ADMINISTRATION AND INTEGRATED DISABILITY MANAGEMENT SERVICE AGREEMENT DATED 9/1/2017	\$0.00
232	20-12201	TSI East 91, LLC	YORKVILLE TOWERS ASSOCIATES	LEASE AGREEMENT	\$681,955.71
233	20-12308	TSI South End, LLC	COMMONWEALTH SWIMMING	POOL RENTAL LICENSE AGREEMENT	\$0.00
234	20-12168	Town Sports International, LLC	TRICORE SOLUTIONS, LLC	MASTER AGREEMENT DATED 11/14/2013	\$0.00
235	20-12168	Town Sports International, LLC	TRICORE SOLUTIONS, LLC	TRICORE SOLUTIONS SERVICES AGREEMENT DATED 11/25/2013	\$0.00
236	20-12168	Town Sports International, LLC	TRICORE SOLUTIONS, LLC	TRICORE SOLUTIONS SERVICES AGREEMENT DATED 8/13/2015	\$0.00
237	20-12168	Town Sports International, LLC	TRICORE SOLUTIONS, LLC	ADDENDUM TO TRICORE SOLUTIONS 11/25/2013 SERVICES AGREEMENT DATED 11/28/2016	\$0.00
238	20-12168	Town Sports International, LLC	CAPITOL HILL SQUASH CLUB ASSOCIATES LP	AGREEMENT OF LIMITED PARTNERSHIP DATED 8/17/1979	\$0.00
239	20-12168	Town Sports International, LLC	B3ACQ LLC/TO106 LLC	OPERATING AGREEMENT DATED 9/1/2018	\$0.00